

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
W. R. GRACE & CO., et. al. )  
Debtors ) Case No. 01-01139 (JKF)  
 ) (Jointly Administered)  
 ) Related Docket Nos. 20398, 21796, 22420, 23235,  
 ) 23485

**TRAVELERS CASUALTY AND SURETY COMPANY'S WITHDRAWAL OF ALL  
PLAN OBJECTIONS AND PROOF OF CLAIM AND  
CONSENT TO INSURANCE ASSIGNMENT**

Pursuant to Paragraph 15.9 of the Agreement Amending And Restating The Asbestos Settlement Agreement Between W.R. Grace & Co.-Conn. and The Aetna Casualty and Surety Company, Made And Entered Into On May 22, 1996 (the "Amended Settlement"), approved by the Bankruptcy Court by Order dated October 13, 2009 (Dkt. Nos. 23235, 23485), and subject in all respects to the terms and conditions of the Amended Settlement, and because the Approval Order has become a Final Order (as defined in the Amended Settlement), Travelers Casualty and Surety Company, formerly known as The Aetna Casualty and Surety Company, ("Travelers") hereby: (i) withdraws all of its objections to confirmation of the Joint Plan of Reorganization (the "Plan") and all Plan-related documents (Dkt. Nos. 20398, 21796, 22420); (ii) withdraws its proof of claim numbered 13937; and (iii) consents to the assignment of Asbestos Insurance Rights as provided in the Asbestos Insurance Transfer Agreement, Exhibit 6 to the Plan (Dkt. Nos. 20872, 23474). The withdrawal of objections provided for herein shall not apply to any objections asserted by Travelers with respect to the St. Paul appeal bond, which objections are addressed in the stipulation between Debtors and Travelers filed in the Bankruptcy Court on August 11, 2009. (Dkt. No. 22745).

In accordance with the Amended Settlement, the withdrawal of the proof of claim numbered 13937 and consent to the assignment of Asbestos Insurance Rights as provided in the

Asbestos Insurance Transfer Agreement, Exhibit 6 to the Plan, shall be without prejudice until the Effective Date, as defined in the Plan, at which time such withdrawal and consent shall be deemed to be with prejudice.

Dated: June 8, 2010

Respectfully submitted,

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*/s/ Ann C. Cordo*

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